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December 1, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. **22-320-J**

FILED

DEC 1 '99

3-21 PM

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of November 29, 1999. The primary document to which this is connected is recorded under Recordation No. 22320. We request that one copy of this document be recorded under Recordation No. 22320-J.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

J.R. Simplot Company
323 Lafond Street
Caldwell, ID 83605

A description of the equipment covered by the Memorandum of Lease Agreement consists of eight tank cars numbered JRSX 10162, 10167, and 10170-10175, inclusive.

BALL JANIK LLP

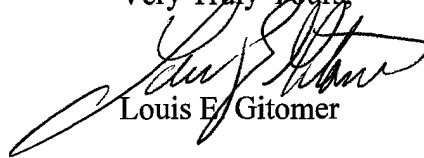
Honorable Vernon A. Williams
December 1, 1999
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and J.R. Simplot Company, 323 Lafond Street, Caldwell, ID 83605, covering eight tank cars numbered JRSX 10162, 10167, and 10170-10175, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 22320-J FILED

DEC 1 '99

3-21 PM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

J.R. SIMPLOT COMPANY
November 29, 1999

DEC 1 '99 3-21 PM

Memorandum of a Lease Agreement made and entered into as of November 29, 1999 by and between Banc One Leasing Corporation ("Lessor") and J.R. Simplot Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By: Erin Adams

Title: Funding Authority

Date: 11-30-99

Lessee: J.R. Simplot Company

By: Thomas A. [Signature]

Title: Vice President and Treasurer

Date: November 29, 1999

STATE OF Ohio

COUNTY OF Delaware

On this 30 day of November, 19 99, before me personally appeared Erin Adams, to me personally known, who being by me duly sworn, says that he/she is the Funding Authority of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his/her free act and deed.



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 15, 2001

Laura A. Noble
NOTARY PUBLIC

My commission expires:

STATE OF IDAHO

COUNTY OF ADA

On this 29th day of November, 1999, before me personally appeared Thomas J. Sorge, to me personally known, who being by me duly sworn, says that he/she is the Vice President and Treasurer of J.R. Simplot Company that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his/her free act and deed.

Tamara Swander
NOTARY PUBLIC

My commission expires: 4-4-00

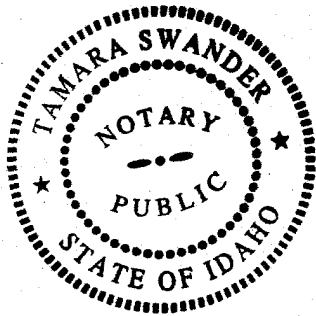


EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

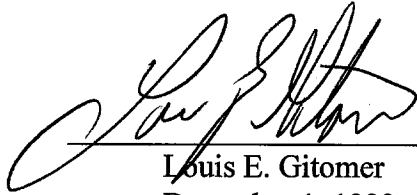
J.R. SIMPLOT COMPANY

Eight (8) Trinity Industries, Inc. cars bearing the following marks and numbers

JRSX 10162
JRSX 10167
JRSX 10170-75

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of November 29, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
December 1, 1999